

## Amendments to the Claims

This listing will replace all prior versions and listings of claims in the application:

### Listing of Claims

1. (Presently amended) A method of improving the aesthetic appearance of lip epithelia comprising:

applying to the epithelia a topical composition comprising:

a retinoid in an amount effective to improve the aesthetic appearance of the lip epithelia; and

a penetration enhancing agent in an amount effective to enhance penetration of said retinoid into the lip epithelia,

wherein said topical composition is applied to the lip epithelia for period of time effective to provide the improvement.

wherein the improvement in aesthetic appearance is selected from the group consisting of

a. improvement in lip color;

b. improvement in lip dryness;

c. improvement in lip clarity;

d. reduction in the number vertical lip lines;

e. reduction in the depth of vertical lip lines;

f. improvement in lip dryness appearance; and

g. any combinations thereof.

2. (Canceled)

3. (Canceled)

4. (Canceled)

5. (Canceled)

6. (Canceled)

7. (Original) The method of claim 1, wherein said retinoid is in amount from about 0.001 wt% to about 1.5 wt% of the total weight of the composition.

8. (Original) The method of claim 1, wherein said retinoid is retinol.

9. (Presently amended) The method of claim 1, wherein the penetration enhancing agent is selected from the group consisting of ~~[[:]]~~ an organic solvent, an alkyl sulfoxide, a phosphine oxide, a sugar ester, ~~a~~ an anionic surfactant, a non-ionic surfactant~~±~~, an Azone, a N-substituted di-isopropanolamine, a fatty acid alcohol, and mixtures thereof.

10. (Presently amended) The method of claim 1, wherein the penetration enhancing agent is selected from the group consisting of ethanol, propylene glycol, butylene glycol, pentylene glycol, 2-pyrrolidone, 1-methyl-2-pyrrolidone, 5-methyl-2-pyrrolidone, 1,5-dimethyl-2-pyrrolidone, 1-ethyl-2-pyrrolidone, 2-pyrrolidone carboxylic acid, dimethyl sulfoxide, dimethylacetamide, dimethylformadide~~±~~, alkyl sulfoxide~~±~~, phosphine oxide~~±~~, sucrose acetate, sucrose octanoate, 1-dodecylazaclo-heptan-2-one, oleic acid, linoleic acid, and mixtures thereof.

11. (Original) The method of claim 1, wherein the composition further comprises a cosmetically acceptable vehicle.

12. (Presently amended) The method of claim 11, wherein the vehicle is selected from the group consisting of: an emulsion, a gel, ~~and a stick~~, a suspension, a foam, a stick, a solution, a spray, a patch, a powder and a towelette.

13. (Original) The method of claim 1, wherein the composition has a pH less than about 7.5.

14. (Presently amended) The method of ~~claim 11~~ claim 11, wherein the vehicle is anhydrous.

15. (Presently amended) The method of claim 1, wherein said topical composition further comprises a secondary component selected from the group consisting of[[:]]

- a. a rexinoid;
- b. an estrogen synthetase (aromatase) stimulating compound;
- c. a 5 alpha-reductase activity inhibitor;
- d. an exfoliation promoting compound;
- e. an ultraviolet (UV) light protecting/sunscreen agent;
- f. a barrier function enhancing agent;
- ~~g. a barrier function enhancing agent;~~
- hg. an elastase inhibitor;
- ih. a skin lightening agent;
- ji. an antioxidant;
- kj. a skin warming agent;

- ~~1k.~~ a skin cooling compound; and
- ~~m1.~~ an anti-pruritic/anti-itch compound.

16. (Original) The method of claim 15, wherein the secondary component is said sunscreen.

17. (Presently amended) The method of claim 16, wherein said sunscreen is selected from the group consisting of[[[:] ]]

- a. avobenzene;
- b. octylmethoxycinnamate;
- c. oxybenzone;
- d. titanium dioxide;
- e. octyl salicylate; and
- f. mixtures thereof.

18. (Presently amended) A composition for improving the aesthetic appearance of lip epithelia comprising:

a retinoid in an amount effective to improve the aesthetic appearance of the lip epithelia; and

a penetration enhancing agent in an amount effective to enhance penetration of said retinoid into the lip epithelia,

wherein the improvement is selected from the group consisting of:

- a. improvement in lip color;
- b. improvement in lip dryness;
- c. improvement in lip clarity;
- d. reduction in the number vertical lip lines;
- e. reduction in the depth of vertical lip lines;
- f. improvement in lip dryness appearance; and
- g. any combinations thereof.

19. (Presently amended) The composition of claim 18, further comprising a sunscreen agent selected from the group consisting of[:].

- a. avobenzene;
- b. octylmethoxycinnamate;
- c. titanium dioxide;
- d. octyl salicylate; and
- e. ~~mixtures~~ any combinations thereof.